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**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation****2012**Department of the Treasury  
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

**For calendar year 2012, or tax year beginning Nov 1, 2012, and ending Oct 31, 2013**

Name of foundation

**SPRING GARDEN SOUP SOCIETY**

Number and street (or P O box number if mail is not delivered to street address)

**C/O DOUGLAS E. COOK**

Room/suite

**PO BOX 397**

City or town

**DREXEL HILL**

State ZIP code

**PA 19026-0397****G** Check all that apply:☐ Initial return☐ Final return☐ Address change☐ Initial Return of a former public charity☐ Amended return☐ Name change**H** Check type of organization☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation**I** Fair market value of all assets at end of year  
(from Part II, column (c), line 16)**\$ 832,978.****J** Accounting method:☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

**A** Employer identification number**23-2838394****B** Telephone number (see the instructions)**(610) 284-9944****C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

**(a)** Revenue and expenses per books**(b)** Net investment income**(c)** Adjusted net income**(d)** Disbursements for charitable purposes (cash basis only)**REVENUE****1** Contributions, gifts, grants, etc, received (att sch)**23,750.****2** Cl ☒ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments**4** Dividends and interest from securities**20,257.****20,257.****5a** Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10**2,734.****b** Gross sales price for all assets on line 6a**18,500.****7** Capital gain net income (from Part IV, line 2)**2,734.****8** Net short-term capital gain**9** Income modifications**10a** Gross sales less returns and allowances**b** Less Cost of goods sold**c** Gross profit/(loss) (att sch)**11** Other income (attach schedule)**12 Total.** Add lines 1 through 11**46,741.****22,991.****13** Compensation of officers, directors, trustees, etc**14** Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule) **1-16a Stmt****375.****375.****b** Accounting fees (attach sch)**c** Other prof fees (attach sch)**17** Interest**18** Taxes (attach schedule)(see instrs) **Excise Tax on Inv****359.****19** Depreciation (attach sch) and depletion**20** Occupancy**21** Travel, conferences, and meetings**937.****469.****469.****22** Printing and publications**23** Other expenses (attach schedule)

See Line 23 Stmt

**1,834.****24 Total operating and administrative expenses.** Add lines 13 through 23**3,505.****844.****469.****25** Contributions, gifts, grants paid**44,001.****44,001.****26 Total expenses and disbursements.** Add lines 24 and 25**47,506.****844.****44,470.****27** Subtract line 26 from line 12:**a Excess of revenue over expenses and disbursements****-765.****b Net investment income** (if negative, enter -0-)**22,147.****c Adjusted net income** (if negative, enter -0-)SCANNED FEB 20 2014  
ADMINISTRATIVE EXPENSES

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>A S S E T S</b>	1 Cash — non-interest-bearing			4,685.	23,428.	23,428.
	2 Savings and temporary cash investments			15,263.	12,520.	12,520.
	3 Accounts receivable					
	Less: allowance for doubtful accounts					
	4 Pledges receivable					
	Less: allowance for doubtful accounts					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach sch)					
	Less: allowance for doubtful accounts					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments — U.S. and state government obligations (attach schedule)					
	b Investments — corporate stock (attach schedule)					
	c Investments — corporate bonds (attach schedule)					
	11 Investments — land, buildings, and equipment basis					
<b>L I A B I L I T I E S</b>	Less: accumulated depreciation (attach schedule)					
	12 Investments — mortgage loans					
	13 Investments — other (attach schedule)					
	14 Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
	15 Other assets (describe <b>Vanguard mutual funds</b> )			732,787.	717,022.	797,030.
	16 <b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I)			752,735.	752,970.	832,978.
	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
<b>N E T A S S E T S</b>	20 Loans from officers, directors, trustees, & other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe <b>uncashed check</b> )				1,000.	
	23 <b>Total liabilities</b> (add lines 17 through 22)				1,000.	
	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>	<input type="checkbox"/>				
<b>F U N D A S E T S</b>	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b>	<input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds			752,735.	751,970.	
	28 Paid-in or capital surplus, or land, building, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
<b>O T H E R A S S E T S</b>	30 <b>Total net assets or fund balances</b> (see instructions)			752,735.	751,970.	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions)			752,735.	752,970.	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	752,735.
2 Enter amount from Part I, line 27a	2	-765.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	751,970.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	751,970.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a 352.858 sh. Vanguard L-T Bond Index Fund		P	12/26/06	05/06/13
b 329.567 sh. Vanguard S-T Bond Index Fund		P	12/26/06	05/06/13
c 246.488 sh. Vanguard Total Stock Mkt. Index Fd.		P	12/26/06	05/06/13
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,000.		4,104.	896.
b 3,500.		3,269.	231.
c 10,000.		8,393.	1,607.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			896.
b			231.
c			1,607.
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>		2	2,734.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-            in Part I, line 8         </div>		3	

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	46,655.	712,130.	0.065515
2010	44,998.	705,859.	0.063749
2009	49,616.	699,628.	0.070918
2008	66,364.	758,320.	0.087515
2007	40,972.	758,320.	0.054030

2 Total of line 1, column (d)	2	0.341727
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.068345
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	781,970.
5 Multiply line 4 by line 3	5	53,444.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	221.
7 Add lines 5 and 6	7	53,665.
8 Enter qualifying distributions from Part XII, line 4	8	44,470.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	443.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	443.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	443.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	200.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	200.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	243.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 0. Refunded	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>PA - Pennsylvania</u>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>http://springgardensoupociety.home.att.net</u>	13	X	
14	The books are in care of <u>Kenneth L. Gibb, Treasurer</u> Telephone no <u>(215) 864-6286</u> Located at <u>1800 One Liberty Place, Phila., PA</u> ZIP + 4 <u>19103-7395</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country			

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.**

	Yes	No
<b>1 a</b> During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	X
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	X
<b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
<b>a</b> At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2 b	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
<b>3 a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3 b	
<b>4 a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5 a** During the year did the foundation pay or incur any amount to:**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?☐ Yes ☒ No**(2)** Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?☐ Yes ☒ No**(3)** Provide a grant to an individual for travel, study, or other similar purposes?☐ Yes ☒ No**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)☐ Yes ☒ No**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5 b

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

**6 a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6 b

If 'Yes' to 6b, file Form 8870.

X

**7 a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No

7 b

**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See attached list				
Various	Various			
Philadelphia PA 19107	1.00	0.	0.	0.

**2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter 'NONE.'**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

Total number of other employees paid over \$50,000

None



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	764,183.
<b>b</b> Average of monthly cash balances	<b>1b</b>	29,695.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b> Total (add lines 1a, b, and c)	<b>1d</b>	793,878.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	793,878.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	11,908.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	781,970.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	39,099.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	39,099.
<b>2a</b> Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	443.
<b>b</b> Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	443.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	38,656.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	38,656.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	38,656.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1a</b>	44,470.
<b>b</b> Program-related investments — total from Part IX-B	<b>1b</b>	0.
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	44,470.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	0.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	44,470.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				38,656.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0.	
<b>b</b> Total for prior years: 20 __, 20 __, 20 __				
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007	0.			
<b>b</b> From 2008	43,455.			
<b>c</b> From 2009	14,999.			
<b>d</b> From 2010	10,073.			
<b>e</b> From 2011	11,438.			
<b>f</b> Total of lines 3a through e	79,965.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: \$ 44,470.				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)				
<b>d</b> Applied to 2012 distributable amount				38,656.
<b>e</b> Remaining amount distributed out of corpus	5,814.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	85,779.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	85,779.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008	43,455.			
<b>b</b> Excess from 2009	14,999.			
<b>c</b> Excess from 2010	10,073.			
<b>d</b> Excess from 2011	11,438.			
<b>e</b> Excess from 2012	5,814.			

<b>Part XIV</b>	<b>Private Operating Foundations</b> (see instructions and Part VII-A, question 9)
-----------------	--

**N/A**

- |  |   |                             |  |  |  |                  |
|--|---|-----------------------------|--|--|--|------------------|
| <b>1</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling _____ |   |                             |  |  |  |                  |
| <b>b</b> Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)      |   |                             |  |  |  |                  |
| <b>2 a</b>   | Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed                         | Tax year<br><b>(a)</b> 2012 | Prior 3 years<br><b>(b)</b> 2011 <b>(c)</b> 2010 <b>(d)</b> 2009 |  |  | <b>(e) Total</b> |
| <b>b</b>   | 85% of line 2a  |                             |  |  |  |                  |
| <b>c</b>   | Qualifying distributions from Part XII, line 4 for each year listed   |                             |  |  |  |                  |
| <b>d</b>   | Amounts included in line 2c not used directly for active conduct of exempt activities   |                             |  |  |  |                  |
| <b>e</b>   | Qualifying distributions made directly for active conduct of exempt activities<br>Subtract line 2d from line 2c                                   |                             |  |  |  |                  |
| <b>3</b>   | Complete 3a, b, or c for the alternative test relied upon:  |                             |  |  |  |                  |
| <b>a</b>   | 'Assets' alternative test — enter   |                             |  |  |  |                  |
| <b>(1)</b>   | Value of all assets   |                             |  |  |  |                  |
| <b>(2)</b>   | Value of assets qualifying under section 4942(j)(3)(B)(i)   |                             |  |  |  |                  |
| <b>b</b>   | 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed                                |                             |  |  |  |                  |
| <b>c</b>   | 'Support' alternative test — enter  |                             |  |  |  |                  |
| <b>(1)</b>   | Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) ... |                             |  |  |  |                  |
| <b>(2)</b>   | Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)  |                             |  |  |  |                  |
| <b>(3)</b>   | Largest amount of support from an exempt organization   |                             |  |  |  |                  |
| <b>(4)</b>   | Gross investment income   |                             |  |  |  |                  |

<b>Part XV</b>	<b>Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)</b>
----------------	--

### 1 Information Regarding Foundation Managers:

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

None

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed

- b** The form in which applications should be submitted and information and materials they should include

- c Any submission deadlines**

- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

**Part XV Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See attached list		Public	Various	44,001.
<b>Total</b>			▶ <b>3 a</b>	<b>44,001.</b>
<i>b Approved for future payment</i>				
<b>Total</b>			▶ <b>3 b</b>	

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	20,257.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	2,734.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				22,991.	
13	Total. Add line 12, columns (b), (d), and (e)				22,991.	22,991.

(See worksheet in line 13 instructions to verify calculations)

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]



Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<b>Insurance</b>	<b>1,025.</b>			
<b>Tax software</b>	<b>60.</b>			
<b>Bank fees</b>	<b>24.</b>			
<b>ASF membership</b>	<b>725.</b>			

Total 1,834.

Form 990-PF, Page 1, Part I

**Line 16a - Legal Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<b>Douglas E. Cook</b>	<b>tax preparation</b>	<b>375.</b>			

Total 375.

Annual  
Report of The Treasurer  
Spring Garden Soup Society

	11/1/12-10/31/13	11/1/11-10/31/12	11/1/10-10/31/11	11/1/09-10/31/10	11/1/08-10/31/09	11/1/07-10/31/08	11/1/06-10/31/07
<b>INCOME ACCOUNT</b>							
Balance of Income Account on November 1							
Income from L.V. Williamson Estate	\$4,884.65	\$8,281.28	\$7,227.48	\$15,851.38	\$4,882.04	\$2,987.66	\$18,088.80
Dues Collected	\$920.00	\$1,150.00	\$575.00	\$0.00	\$5,338.51	\$920.46	\$920.46
Contributions Received	75.00	25.00	85.00	85.00	70.00	85.00	80.00
First Union - Principal Transfer	22,765.00	4,710.00	1,455.08	1,450.00	3,885.00	775.00	775.00
Other (Tax Refund)	41,500.00	40,000.00	47,000.00	42,500.00	70,000.00	45,000.00	82,448.79
First Union National Bank Custodial Account	0.00	200.00	0.00	0.00	0.00	0.00	0.00
	0.00	0.00	0.00	0.00	322.61	0.00	0.00
Total Income	\$5,550.00	\$8,085.00	\$9,115.08	\$44,015.00	\$79,388.12	\$48,285.46	\$84,204.25
	\$89,834.65	\$54,388.28	\$58,342.54	\$59,888.38	\$84,358.16	\$49,283.12	\$82,281.15
<b>DISTRIBUTION FOR ASSISTANCE</b>							
Cash to Charitable Organizations							
Sunday Breakfast Association, Inc.	\$4,000.00	\$4,000.00	\$4,000.00	\$4,500.00	\$8,000.00	\$4,000.00	\$5,000.00
St. Vincent's Soup Kitchen	4,000.00	4,000.00	4,000.00	4,500.00	6,000.00	4,886.00	5,000.00
St. John's Hospice	4,000.00	4,000.00	4,000.00	4,500.00	6,000.00	4,000.00	5,000.00
Timothy Temple	4,000.00	4,000.00	4,000.00	4,500.00	6,000.00	4,000.00	5,000.00
St. Francis Inn	4,000.00	4,000.00	4,000.00	4,500.00	6,000.00	4,000.00	5,000.00
Trevor's Place	4,000.00	4,000.00	4,000.00	4,500.00	6,000.00	4,000.00	5,000.00
Penn Home	4,000.00	4,000.00	4,000.00	4,500.00	6,000.00	4,000.00	5,000.00
Whosever Gospel Mission	4,000.00	4,000.00	4,000.00	4,500.00	6,000.00	4,000.00	5,000.00
Spruce Hill Christian School	4,000.00	4,000.00	4,000.00	4,500.00	6,000.00	4,000.00	5,000.00
Sherwood Presbyterian Church	4,000.00	4,000.00	4,575.00	4,500.00	6,000.00	4,000.00	5,000.00
Norris Square Senior Citizens Center	4,000.00	4,000.00	4,000.00	4,500.00	6,000.00	4,000.00	5,000.00
Sub-Total Cash to Charitable Organizations	\$44,000.00	\$46,000.00	\$44,575.00	\$49,500.00	\$88,000.00	\$40,885.00	\$47,000.00
<b>GENERAL EXPENSES</b>							
Luncheons (November & May Meetings)	937.44	1,308.60	1,173.33	598.08	1,114.88	935.58	1,082.20
Return of Capital	0.00	0.00	0.00	0.00	0.00	0.00	22,448.78
Blind Relief Fund (In memory of W. Suplee)	0.00	0.00	0.00	0.00	0.00	0.00	50.00
Insurance	1,750.00	1,720.00	1,870.00	2,220.00	670.00	1,420.00	175.00
First Union Bank Fee	24.00	28.00	24.00	6.00	70.42	0.00	0.00
Internal Revenue Service (Prior Yr Excise Tax Bill)	159.00	0.00	0.00	0.00	0.00	0.00	0.00
First Union Nat'l Bank (Est. Current Yr Excise Tax)	200.00	200.00	200.00	0.00	145.00	37.00	7,531.00
Douglas E. Cook (Form 990 tax return prep.)	435.28	426.04	418.92	418.80	408.50	408.50	408.50
Sub-Total General Expenses	\$3,505.72	\$3,681.84	\$3,488.25	\$3,238.88	\$2,408.80	\$3,438.08	\$32,283.49
Total Expenditures	\$47,508.32	\$49,681.64	\$48,061.25	\$52,738.88	\$88,408.80	\$44,331.08	\$79,293.49
Balance of Income Account on October 31	22,428.33	4,884.65	8,281.28	7,227.48	15,851.38	4,882.04	2,887.66
	\$69,934.65	\$54,388.28	\$56,342.54	\$59,888.38	\$84,358.16	\$49,283.12	\$82,281.15
Respectfully submitted,							
<i>Kenneth L. Gibb</i>							
Kenneth L. Gibb, Treasurer							



Client Services: 800-662-2739

Corporation account  
SPRING GARDEN SOUP SOCIETY

## Account overview

**\$12,519.71**  
Total account value as of October 31, 2013

### Year-to-date income

Taxable income	\$2.23
Nontaxable income	0.00
<b>Total</b>	<b>\$2.23</b>

### Balances and holdings for Vanguard funds

Beginning on January 1, 2012, new tax rules on taxable (nonretirement) mutual fund accounts (excluding money market funds) require Vanguard to track cost basis information for shares acquired and subsequently sold, on or after that date. Unless you select another method, sales of Vanguard mutual funds, but not ETFs, will default to the average cost method. We'll begin reporting cost basis to the IRS in 2013. For more information, visit [vanguard.com/costbasis](http://vanguard.com/costbasis)

Symbol	Name	Fund and account	Average price per share	Total cost	Balance on 09/30/2013	Balance on 10/31/2013
VMMXX	Prime Money Mkt Fund	0030-88016428627	-	-	\$12,044.71	\$12,519.71
					<b>\$12,044.71</b>	<b>\$12,519.71</b>

### Account activity for Vanguard funds

Prime Money Mkt Fund 0030-88016428627

Purchases	Withdrawals	Dividends
\$474.90	\$0.00	\$0.10
7-day SEC yield as of 10/31/2013*		0.01%

\* Average annualized income dividend over the past 7 days. For updated information, visit [vanguard.com](http://vanguard.com).



Client Services: 800-662-2739

Corporation account  
SPRING GARDEN SOUP SOCIETY

## Account overview

**\$797,030.26**

Total account value as of October 31, 2013

### Year-to-date income

Taxable income	\$11,931.61
Nontaxable income	0.00
<b>Total</b>	<b>\$11,931.61</b>

### Balances and holdings for Vanguard funds

Beginning on January 1, 2012, new tax rules on taxable (nonretirement) mutual fund accounts (excluding money market funds) require Vanguard to track cost basis information for shares acquired and subsequently sold, on or after that date. Unless you select another method, sales of Vanguard mutual funds, but not ETFs, will default to the average cost method. We'll begin reporting cost basis to the IRS in 2013. For more information, visit [vanguard.com/costbasis](http://vanguard.com/costbasis)

Symbol	Name	Fund and account	Average price per share	Total cost	Balance on 09/30/2013	Balance on 10/31/2013
VWEHX	High-Yield Corp Fund Inv	0029-88016428627	\$6.22	\$21,524.65	\$20,521.09	\$20,936.35
VFIDX	Inter-Term Invest-Gr Adm	0571-88016428627	9.77	82,000.00	82,335.72	83,007.17
VBLTX	Long-Term Bond Index	0522-88016428627	11.63	4,153.31	4,503.28	4,578.28
VFSTX	S-T Investment-Grade Inv	0039-88016428627	10.58	46,000.00	46,565.22	46,739.13
VBIRX	Short-Term Bond Index Adm	5132-88016428627	9.92	42,730.70	45,358.29	45,487.52
VSIAX	Small-Cap Val Idx Admiral	5860-88016428627	30.55	26,934.38	34,159.33	35,499.25
VSEDX	Strategic Equity Fund	0114-88016428627	23.64	26,011.46	30,082.58	31,380.96
VTIAX	Tot Intl Stock Ix Admiral	0569-88016428627	31.55	181,490.00	155,006.46	160,412.99
VTSAAX	Total Stock Mkt Idx Adm	0585-88016428627	34.05	164,553.47	206,018.04	214,765.23
VWUAX	U S Growth Fund Admiral	0523-88016428627	46.95	62,460.95	89,430.77	92,557.25





Client Services: 800-662-2739

Corporation account  
SPRING GARDEN SOUP SOCIETY

**Balances and holdings for Vanguard funds** continued

Symbol	Name	Fund and account	Average price per share	Total cost	Balance on 09/30/2013	Balance on 10/31/2013
VWNAX	Windsor II Fund Adm	0573-88016428627	61.62	59,162.94	59,121.91	61,666.13
				717,021.96	\$773,102.69	\$797,030.26

**Account activity for Vanguard funds**

High-Yield Corp Fund Inv 0029-88016428627

Purchases		Withdrawals	Dividends		
\$0.00		\$0.00	\$100.67		
30-day SEC yield as of 10/31/2013* 4.50%					
*Based on holdings' yield to maturity for last 30 days; distribution may differ. For updated information, visit <a href="http://vanguard.com">vanguard.com</a>					
Date	Transaction	Amount	Share price	Shares transacted	Total shares owned Value
10/31	Beginning balance on 9/30/2013		\$5.93		3,460.554 \$20,521.09
	Dividend to Prime MM	\$100.67			3,460.554
<b>Ending balance on 10/31/2013</b>					<b>\$20,936.35</b>

Inter-Term Invest-Gr Adm 0571-88016428627

Purchases		Withdrawals	Dividends		
\$0.00		\$0.00	\$235.65		
30-day SEC yield as of 10/31/2013* 2.90%					
*Based on holdings' yield to maturity for last 30 days; distribution may differ. For updated information, visit <a href="http://vanguard.com">vanguard.com</a>					

Spring Garden Soup Society  
Board of Managers  
Address List  
04/29/2013

<i>Last Name</i>	<i>Address 1</i>	<i>Address 2</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>
Bowers	John Dallas	P.O. Box 8101	Radnor	PA	19087
Callahan, M.D.	Clara	5 Fox Pond	Spring House	PA	19477
Coe	Richard O.	63 Betts Drive	Washington Crossing	PA	18977
Cook, Esq.	Douglas E.	5030 State Road	Drexel Hill	PA	19026
Gibb	Kenneth L.	51 Annwood Lane	Wayne	PA	19087
Hale	William C.	20 Hilltop Road	Rose Valley	PA	19086
Louis, Esq.	Robert H.	236 Woodlyn Avenue	Glenside	PA	19038
Noyes, Esq.	Frank	25 Green Valley Road	Wallingford	PA	19086
Porch	R. Brooke	111 Columbia Avenue	Swarthmore	PA	19081
McFarland	Howard	57 Garlor Drive	Havertown	PA	19083
Rick-Miller	Katherine	3800 Vaux Street	Philadelphia	PA	19129-1448
Shirley	E. Roy	707 Willow Grove Avenue	Glenside	PA	19038
Swarr	Jeffrey	514 Hilaire Road	St. Davids	PA	19087
Veloski	J. Jon	55 E. Greenwood Avenue	Lansdowne	PA	19050
Washington	Barry	109 Jeffords Court #905	Phoenixville	PA	19460

See Sheet 1 for Contact Information

Spring Garden Soup Society  
Board of Managers  
Address List  
04/29/2013

EMERITUS

Fendler	C. Frank	213 Oneida Lane	Malvern	PA	19355
Gill, M.D.	Robert J.	715 Spruce Street	Philadelphia	PA	19106
Peterson	Phil				
Wolfson	Daniel B.	ABIM Foundation	Philadelphia	PA	19106-3699